



(Please scan this QR code to view the RHP)

This is an abridged prospectus containing salient features of the red herring prospectus of Uniparts India Limited (the "Company") dated November 22, 2022 filed with the Registrar of Companies, Delhi and Haryana at Delhi (the "RHP" or "Red Herring Prospectus"). You are encouraged to read greater details available in the RHP, which is available at <https://www.sebi.gov.in/sebiweb/home/HomeAction.do?doListing=yes&sid=3&ssid=15&smid=11>. Unless otherwise specified all capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

THIS ABRIDGED PROSPECTUS CONSISTS OF FOUR PAGES OF BID CUM APPLICATION FORM ALONG WITH INSTRUCTIONS AND EIGHT PAGES OF ABRIDGED PROSPECTUS. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.



UNIPARTS INDIA LIMITED

Corporate Identity Number: U74899DL1994PLC061753; Date of Incorporation: September 26, 1994

| Registered Office | Corporate Office | Contact Person | Email and Telephone | Website |
|--|---|---|--|--|
| Gripwel House, Block - 5, Sector C 6 & 7, Vasant Kunj, New Delhi 110 070, Delhi, India | 1st Floor, B208, A1 & A2, Phase-II, Noida 201 305, Uttar Pradesh, India | Jatin Mahajan, Company Secretary and Compliance Officer | E-mail: compliance.officer@unipartsgroup.com Tel: + 91 120 458 1400 | www.unipartsgroup.com |

OUR PROMOTERS: GURDEEP SONI AND PARAMJIT SINGH SONI

Details of Offer to Public

| Type of Offer | Offer for Sale size | Total Offer size | Offer under Regulation 6(1) | Share Reservation among QIBs, NIIs & RIIs | | |
|----------------|--|--|---|---|--------------------------------|--------------------------------|
| | | | | QIBs | NIIs | RIIs |
| Offer for Sale | Up to 14,481,942 Equity Shares aggregating up to ₹ [●] million | Up to 14,481,942 Equity Shares aggregating up to ₹ [●] million | The Offer is being made pursuant to Regulation 6(1) of the SEBI ICDR Regulations. For details of share reservation among QIBs, NIIs and RIIs see " <i>Offer Structure</i> " on page 428 of the RHP. | Not more than 50% of the Offer | Not less than 15% of the Offer | Not less than 35% of the Offer |

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on National Stock Exchange of India Limited (the "NSE") and BSE Limited ("BSE", BSE and NSE are together referred to as the "Stock Exchanges"). BSE is the Designated Stock Exchange.

DETAILS OF THE SELLING SHAREHOLDERS, OFFER FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION

| Name of SS | Type | Number of Equity Shares Offered | WACoA (In ₹) | Name of SS | Type | Number of Equity Shares Offered | WACoA (In ₹) |
|--|---------------|---|--------------|-------------------------|---------------|---|--------------|
| The Karan Soni 2018 CG-NG Nevada Trust | PG SS | Up to 1,100,000 Equity Shares (₹ [●] million) | Nil* | Andrew Warren Code | Individual SS | Up to 177,378 Equity Shares (₹ [●] million) | 105.74 |
| The Meher Soni 2018 CG-NG Nevada Trust | PG SS | Up to 1,100,000 Equity Shares (₹ [●] million) | Nil* | James Norman Hallene | Individual SS | Up to 177,378 Equity Shares (₹ [●] million) | 105.74 |
| Pamela Soni | PG SS | Up to 2,200,000 Equity Shares (₹ [●] million) | 6.27 | Kevin John Code | Individual SS | Up to 177,378 Equity Shares (₹ [●] million) | 105.74 |
| Ashoka Investment Holdings Limited | Investor SS | Up to 7,180,642 Equity Shares (₹ [●] million) | 88.45 | Dennis Francis DeDecker | Individual SS | Up to 57,420 Equity Shares (₹ [●] million) | 105.74 |
| Ambadevi Mauritius Holding Limited | Investor SS | Up to 2,154,192 Equity Shares (₹ [●] million) | 88.45 | Melvin Keith Gibbs | Individual SS | Up to 41,730 Equity Shares (₹ [●] million) | 105.74 |
| Walter James Gruber | Individual SS | Up to 24,706 Equity Shares (₹ [●] million) | 105.74 | Wendy Reichard Hammen | Individual SS | Up to 21,556 Equity Shares (₹ [●] million) | 105.74 |
| Mark Louis Dawson | Individual SS | Up to 20,870 Equity Shares (₹ [●] million) | 147.36 | Bradley Lorenz Miller | Individual SS | Up to 16,366 Equity Shares (₹ [●] million) | 105.74 |
| Mary Louise Arp | Individual SS | Up to 10,440 Equity Shares (₹ [●] million) | 105.74 | Diana Lynn Craig | Individual SS | Up to 8,340 Equity Shares (₹ [●] million) | 105.74 |
| Marc Christopher Dorau | Individual SS | Up to 7,710 Equity Shares (₹ [●] million) | 105.74 | Craig A Johnson | Individual SS | Up to 5,010 Equity Shares (₹ [●] million) | 105.74 |
| Misty Marie Garcia | Individual SS | Up to 826 Equity Shares (₹ [●] million) | 105.64 | | | | |

*As certified by M/s S.C. Varma and Co., Chartered Accountants, our Statutory Auditors, by way of their certificate dated November 22, 2022

*Represents transfer by way of gift and no consideration was paid. For the complete list of Selling Shareholders, please see "*The Offer*" on page 83 of the RHP.

PRICE BAND, MINIMUM BID LOT & INDICATIVE TIMELINES

| | |
|---|--|
| Price Band [#] | ₹ 548 per Equity Share to ₹ 577 per Equity Share of face value of ₹10 each |
| Minimum Bid Lot Size [#] | 25 Equity Shares |
| Bid/Offer Opens On* | Wednesday, November 30, 2022 |
| Bid/ Offer Closes On** | Friday, December 2, 2022 |
| Finalisation of Basis of Allotment with the Designated Stock Exchange | On or about Wednesday, December 7, 2022 |

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

| | |
|---|--|
| Initiation of Refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*** | On or about Thursday, December 8, 2022 |
| Credit of Equity Shares to dematerialized accounts of Allottees | On or about Friday, December 9, 2022 |
| Commencement of trading of the Equity Shares on the Stock Exchanges | On or about Monday, December 12, 2022 |

*For details of the Price Band and the basis for the Offer Price, please refer to the price band advertisement and the section titled "Basis of Offer Price" on page 113 of the RHP

*Our Company and the Investor SS, in consultation with the BRLMs, may consider participation by Anchor Investors, in accordance with the SEBI ICDR Regulations.

** UPI mandate end time and date shall be at 5.00 pm on Bid/Offer Closing Date.

*** In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

The Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended ("Securities Act") or any state securities laws in the United States, and unless so registered, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U. S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S and the applicable laws of each jurisdictions where such offers and sales are made.

The Weighted average cost of acquisition of all Equity Shares transacted in the preceding 18 months from the date of the Red Herring Prospectus

| Particulars | Weighted Average Cost of Acquisition (in ₹) | Range of acquisition price: Lowest Price - Highest Price (in ₹) | Cap Price is '[•]' times the Weighted Average Cost of Acquisition' |
|---|---|---|--|
| Last 18 months preceding the date of the Red Herring Prospectus | 52.50 | 52.50 - 52.50 | [•] |

As certified by M/s S.C. Varma and Co., Chartered Accountants, our Statutory Auditors, by way of their certificate dated November 22, 2022.

* To be updated once the price band information is available.

RISKS IN RELATION TO THE FIRST OFFER

The face value of the Equity Shares is ₹ 10. The Floor Price, Cap Price and Offer Price determined by our Company and the Investor Selling Shareholders, in consultation with the BRLMs, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "Basis for Offer Price" on page 113 should not be considered to be indicative of the market price of the Equity Shares after listing. No assurance can be given regarding frequency of trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer including the risks involved. The Equity Shares offered in the Offer have not been recommended or approved by the SEBI, nor does the SEBI guarantee the accuracy or adequacy of the contents of this RHP. Specific attention of the investors is invited to "Risk Factors" on page 27 of the RHP and on page 9 of this Abridged Prospectus.

PROCEDURE

You may obtain a physical copy of the Bid-cum-Application Form and the RHP from the Stock Exchanges, Syndicate Members, Registrar to the Offer, Registrar and Share Transfer Agents ("RTAs"), Collecting Depository Participants ("CDPs"), Registered Brokers, Bankers to the Offer, Investors' Associations or Self Certified Syndicate Banks ("SCSBs"). If you wish to know about processes and procedures applicable to the Offer, you may request for a copy of the RHP and/or the General Information Document "GID" from the BRLMs or download it from the website of SEBI at www.sebi.gov.in, the websites of NSE and BSE at www.nseindia.com and www.bseindia.com, respectively, and the websites of the BRLMs at uil.ipo@axiscap.in, uniparts.ipo@damcapital.in and uniparts.ipo@jmf.com

PRICE INFORMATION OF BRLMs

| Sr. No. | Issuer name | Name of the merchant banker | +/- % change in closing price, +/- % change in closing benchmark | | |
|---------|---|-----------------------------|--|--------------------------------|---------------------------------|
| | | | 30th calendar day from listing | 90th calendar day from listing | 180th calendar day from listing |
| 1 | Bikaji Foods International Limited | Axis, JM | - | - | - |
| 2 | DCX Systems Limited | Axis | - | - | - |
| 3 | Harsha Engineers International Limited (formerly known as Harsha Engineers International Private Limited and Harsha Abakus Solar Private Limited) | Axis, JM | +31.92%, [+3.76%] | - | - |
| 4 | Tamilnad Mercantile Bank Limited | Axis | -8.43%, [-3.36%] | - | - |
| 5 | Paradeep Phosphates Limited | Axis, JM | -10.24%, [-3.93%] | +27.50%, [+7.65%] | +31.19%, [+11.91%] |
| 6 | Prudent Corporate Advisory Services Limited | Axis | -20.71%, [-5.46%] | -2.10%, [+10.92%] | +26.23%, [+13.89%] |
| 7 | Life Insurance Corporation Of India | Axis | -27.24%, [-3.27%] | -28.12%, [+9.47%] | -33.82%, [+13.76%] |
| 8 | Kaynes Technology India Limited | DAM | - | - | - |

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

| Sr. No. | Issuer name | Name of the merchant banker | +/- % change in closing price, +/- % change in closing benchmark | | |
|---------|--|-----------------------------|--|--------------------------------|---------------------------------|
| | | | 30th calendar day from listing | 90th calendar day from listing | 180th calendar day from listing |
| 9 | Syrma SGS Technology Limited | DAM | +31.11%, [-1.25%] | - | - |
| 10 | CMS Info Systems Limited | DAM | +21.99%, [-1.81%] | +25.35%, [+0.74%] | +3.75%, [-8.71%] |
| 11 | Metro Brands Limited | DAM | +21.77%, [+4.45%] | +14.57%, [+0.64%] | +7.93%, [-9.78%] |
| 12 | C.E. Info Systems Limited | DAM | +70.21%, [+6.71%] | +48.48%, [+2.74%] | +21.40%, [-8.80%] |
| 13 | Star Health and Allied Insurance Company Limited | DAM | -14.78%, [+1.72%] | -29.79%, [-6.66%] | -22.21%, [-6.25%] |
| 14 | Go Fashion (India) Limited | DAM | +59.75%, [+1.36%] | +32.91%, [-1.91%] | +48.90%, [-3.71%] |
| 15 | Archean Chemical Industries Limited | JM | - | - | - |
| 16 | Global Health Limited | JM | - | - | - |
| 17 | Fusion Micro Finance Limited | JM | - | - | - |
| 18 | Electronics Mart India Limited | JM | 46.02% [6.31%] | - | - |

Notes:

- Disclosures subject to recent 7 issues (initial public offerings) in current financial year and two preceding financial years managed by each BRLM with common issues disclosed once.
- Issue Size derived from Prospectus/final post issue reports, as available.
- The CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective issuer at the time of the issue, as applicable.
- Price on NSE or BSE is considered for all of the above calculations as per the Designated Stock Exchange disclosed by the respective issuer at the time of the issue, as applicable.
- % of change in closing price on 30th / 90th / 180th calendar day from listing day is calculated vs issue price. % change in closing benchmark index is calculated based on closing index on listing day vs closing index on 30th/ 90th / 180th calendar day from listing day.
- In case 30th/90th/180th day is not a trading day, closing price of the previous trading day has been considered.
- Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available. For further details, please refer to "Other Regulatory and Statutory Disclosures - Price information of past issues handled by the BRLMs" on page 415 of the RHP.

BOOK RUNNING LEAD MANAGERS

| | | |
|--|--|--|
| AXIS CAPITAL LIMITED Telephone: +91 22 4325 2183 E-mail: uil.ipo@axiscap.in Investor grievance e-mail: complaints@axiscap.in | DAM CAPITAL ADVISORS LIMITED Telephone: +91 22 4202 2500 E-mail: uniparts.ipo@damcapital.in Investor grievance e-mail: complaint@damcapital.in | JM FINANCIAL LIMITED Telephone: +91 22 6630 3030/ +91 22 6630 3262 E-mail: uniparts.ipo@jmfl.com Investor grievance e-mail: grievance.ibd@jmfl.com |
|--|--|--|

| | |
|--|---|
| Name of Syndicate Members | JM Financial Services Limited and Sharekhan Limited |
| Name of Registrar to the Offer | Link Intime India Private Limited, Telephone: +91 22 4918 6200; E-mail: uniparts.ipo@linkintime.co.in; Investor grievance e-mail: uniparts.ipo@linkintime.co.in |
| Name of Statutory Auditor | M/s S.C. Varma and Co., Chartered Accountants |
| Name of Credit Rating Agency and the rating or grading obtained, if any | Not Applicable |
| Name of Debenture Trustee | Not Applicable |
| Self Certified Syndicate Bank(s) or "SCSB(s)" | The list of Self-Certified Syndicate Banks notified by SEBI for the ASBA process is available at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes , or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Bidder (other than UPI Bidder), not bidding through Syndicate / Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 , or at such other websites as may be prescribed by SEBI from time to time. |
| Eligible SCSBs and mobile applications enabled for UPI Mechanism | In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, UPI Bidders using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43), respectively, as updated from time to time. Details of nodal officers of SCSBs, identified for Bids made through the UPI Mechanism, are available at www.sebi.gov.in . |
| Non-Syndicate Registered Brokers | Bidders can submit ASBA Forms in the Offer using the stock broker network of the stock exchange, i.e. through the Registered Brokers at the Broker Centres. The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com , respectively, as updated from time to time. For further details, see section titled "Offer Procedure" beginning at page 431 of the RHP. |
| Details regarding website address(es)/ link(s) from which the investor can obtain a list of RTAs, CDPs and stock brokers who can accept applications from investors, as applicable: | The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and www.nseindia.com/products/content/equities/ipos/asba_procedures.htm , respectively, as updated from time to time. For further details, see "Offer Procedure" on page 431 of the RHP. |

PROMOTERS OF THE COMPANY

| Sr. No. | Name | Individual/Corporate | Designation | Experience and Educational Qualification |
|---------|----------------------------|----------------------|--------------------------------------|--|
| 1. | Gurdeep Soni | Individual | Chairman and Managing Director | He holds a master's degree in management studies from the Birla Institute of Technology and Science, Pilani, Rajasthan. He has 42 years of work experience including 27 years of experience in different roles within the Uniparts Group. He has been actively involved in the day-to-day operations of our Company and is responsible for the after-market business of the Uniparts Group. |
| 2. | Paramjit Singh Soni | Individual | Executive Director and Vice Chairman | He holds a bachelor's degree in commerce from the University of Delhi, New Delhi, Delhi. He has 40 years of work experience including 27 years of experience as a Director of our Company and is presently based in the USA. He is responsible for the OEM business of the Uniparts Group and also actively involved in the formulation of corporate strategy and planning and concentrates on the business growth and diversification plans of our Company. |

BUSINESS OVERVIEW AND STRATEGY

Company overview: We are a global manufacturer of engineered systems and solutions and are one of the leading suppliers of systems and components for the off-highway market in the agriculture and construction, forestry and mining and aftermarket sectors on account of our presence across over 25 countries (*Source: CRISIL Report*). We are a concept-to-supply player for precision products for off-highway vehicles with presence across the value chain. Our product portfolio includes core product verticals of 3-point linkage systems and precision machined parts as well as adjacent product verticals of power take off, fabrications and hydraulic cylinders or components thereof.

Product / service offering: Our product portfolio includes core product verticals of 3-point linkage systems ("3PL") and precision machined parts ("PMP") as well as adjacent product verticals of power take off ("PTO"), fabrications and hydraulic cylinders or components thereof.

Revenue segmentation by product / service offering:

| Particulars | Fiscal 2020 | | Fiscal 2021 | | Fiscal 2022 | | Three months ended June 30, 2022 | |
|---------------------|-----------------|---|-----------------|---|------------------|---|----------------------------------|---|
| | (₹ million) | Percentage of Revenue from Operations (%) | (₹ million) | Percentage of Revenue from Operations (%) | (₹ million) | Percentage of Revenue from Operations (%) | (₹ million) | Percentage of Revenue from Operations (%) |
| 3PL | 4,279.64 | 47.17 | 5,066.55 | 56.10 | 6,839.57 | 55.72 | 1,997.96 | 57.60 |
| PMP | 4,323.06 | 47.65 | 3,397.26 | 37.62 | 4,471.20 | 36.43 | 1,229.86 | 35.46 |
| PTO applications | 64.48 | 0.71 | 82.14 | 0.91 | 122.29 | 1.00 | 29.45 | 0.85 |
| Fabrication | 77.18 | 0.85 | 84.08 | 0.93 | 130.04 | 1.06 | 27.36 | 0.79 |
| Hydraulic cylinders | 6.66 | 0.07 | 7.87 | 0.09 | 7.16 | 0.06 | 1.28 | 0.04 |
| Others* | 321.19 | 3.54 | 393.51 | 4.36 | 703.98 | 5.74 | 182.50 | 5.26 |
| Total | 9,072.20 | 100.00 | 9,031.42 | 100.00 | 12,274.24 | 100.00 | 3,468.41 | 100.00 |

* Others includes scrap sales and export incentive income.

Revenue segmentation by geographies:

| Particulars | Fiscal 2020 | | Fiscal 2021 | | Fiscal 2022 | | Three months ended June 30, 2022 | |
|-------------------|-----------------|---|-----------------|---|------------------|---|----------------------------------|---|
| | (₹ million) | Percentage of Revenue from Operations (%) | (₹ million) | Percentage of Revenue from Operations (%) | (₹ million) | Percentage of Revenue from Operations (%) | (₹ million) | Percentage of Revenue from Operations (%) |
| USA | 5,189.85 | 57.21 | 4,349.15 | 48.16 | 5,757.69 | 46.91 | 1,697.29 | 48.94 |
| Europe | 1,650.28 | 18.19 | 2,106.30 | 23.32 | 3,109.28 | 25.33 | 793.80 | 22.89 |
| India | 1,146.04 | 12.63 | 1,433.28 | 15.87 | 1,646.88 | 13.42 | 489.58 | 14.12 |
| Japan | 420.77 | 4.64 | 408.30 | 4.52 | 599.54 | 4.88 | 165.28 | 4.77 |
| Asia-Pacific | 166.78 | 1.84 | 169.28 | 1.87 | 272.44 | 2.22 | 89.47 | 2.58 |
| Rest of the world | 152.37 | 1.68 | 222.33 | 2.46 | 381.93 | 3.11 | 103.78 | 2.99 |
| Total | 8,726.09 | 96.18 | 8,688.64 | 96.20 | 11,767.75 | 95.87 | 3,339.20 | 96.27 |

Notes:

(1) Europe includes Austria, Belgium, Czech Republic, Denmark, France, Germany, Hungary, Ireland, Italy, Netherlands, Poland, Spain and United Kingdom.

(2) Asia-Pacific includes China, Indonesia, Israel, South Korea, Thailand, Turkey, Singapore and Yemen.

(3) Rest of the world includes Australia, Brazil, Mexico, New Zealand, South Africa and Zambia

Key Performance Indicators:

| Particulars | As of and for the year ended March 31, | | | As of and for the three months ended June 30, 2022 |
|---|--|----------|-----------|--|
| | 2020 | 2021 | 2022 | |
| Revenue from Operations | 9,072.20 | 9,031.42 | 12,274.24 | 3,468.41 |
| EBITDA ⁽¹⁾ | 1,278.10 | 1,639.27 | 2,716.63 | 761.16 |
| EBITDA Margin ⁽²⁾ (%) | 14.09 | 18.15 | 22.13 | 21.95 |
| Restated profit for the year / period | 626.42 | 931.47 | 1,668.87 | 505.17 |
| Restated profit for the year / period Margin (%) ⁽³⁾ | 6.90 | 10.31 | 13.60 | 14.56 |
| Return on Average Equity ("RoAE") (%) ⁽⁴⁾ | 14.12 | 18.19 | 26.80 | 7.22* |
| Return on Capital Employed ("RoCE") (%) ⁽⁵⁾ | 13.98 | 19.78 | 31.00 | 8.83* |
| Net Debt / EBITDA Ratio | 1.87 | 0.71 | 0.42 | 1.09* |

* Not annualized.

Notes:

- (1) EBITDA is calculated as restated profit for the year / period plus tax expense plus depreciation and amortization plus finance costs plus exceptional items.
- (2) EBITDA Margin is calculated as EBITDA divided by revenue from operations.
- (3) Restated profit for the year / period margin is calculated as restated profit for the year / period divided by revenue from operations.
- (4) RoAE is calculated as Net profit after tax divided by Average Equity.
- (5) RoCE is calculated as Earnings before interest and taxes (EBIT) divided by Capital Employed.

For further details, see “Basis of Offer Price” beginning on page 113 of the RHP.

| |
|--|
| Industries served: Off-highway market in the agriculture and construction, forestry and mining and aftermarket sectors |
| Revenue segmentation in terms of the top 5/10 clients or industries: Revenue from our top 10 customers across product segments and geographies was ₹ 6,769.73 million, ₹ 6,600.07 million, ₹ 8,643.15 million and ₹ 2,472.98 million for Fiscal 2020, 2021 and 2022 and in the three months ended June 30, 2022, respectively. |
| Intellectual property, if any: We have six registered trademarks under class 12, of which we use “  ”, “  ” and “  ”, as a stamp on our products and “  ” as our corporate logo. All our trademarks are registered in the name of our Company, except for the wordmark “GRIPWEL” under classes 6, 7 and 12 in Canada and classes 7 and 12 in the European Union, which is registered under the name of one our Subsidiary, GFPL. For further details, see “Our Business – Intellectual property” on page 181 of the RHP. |
| Market share: We had an estimated 16.68% market share* of the global 3PL market in Fiscal 2022 in terms of value and an estimated 5.92% market share** in the global PMP market in the CFM sector in Fiscal 2022 in terms of value. * Computed as our 3PL sales in Fiscal 2022 (being USD 60.89 million) divided by the 3PL median market size for calendar year 2021 (being USD 365.0 million) (as per the CRISIL Report). ** Computed as our PMP sales in Fiscal 2022 (being USD 38.38 million) divided by the PMP median market size for calendar year 2021 (being USD 648.0 million) (as per the CRISIL Report). |
| Manufacturing plant, if any: 6 Manufacturing plants i.e. 2 facilities each at Ludhiana, Punjab and Noida, Uttar Pradesh and one each at Visakhapatnam, Andhra Pradesh and Eldridge, Iowa, United States. |
| Employee strength: As of June 30, 2022, we had 2,156 employees, of which 686 employees were in the regular staff category and 1,474 employees were in the regular labour category. |

BOARD OF DIRECTORS

| Sr. No. | Name | Designation | Experience and educational qualification | Other directorship |
|---------|----------------------------|--------------------------------------|---|---|
| 1. | Gurdeep Soni | Chairman and Managing Director | He holds a master’s degree in management studies from the Birla Institute of Technology and Science, Pilani, Rajasthan. He has 42 years of work experience including 27 years of experience in different roles within the Uniparts Group. He has been actively involved in the day-to-day operations of our Company and is responsible for the after-market business of the Uniparts Group. | Indian Companies: 1. Amazing Estates Private Limited 2. Bluebells Homes Private Limited 3. GFPL 4. SGA Trading Private Limited 5. Silveroak Estate Private Limited 6. SKG Engineering Private Limited 7. Sweaty Spirit Apparel Limited 8. Sepoy Drinks Private Limited 9. GCPL Foreign Companies: 1. UOI 2. UUL |
| 2. | Paramjit Singh Soni | Executive Director and Vice Chairman | He holds a bachelor’s degree in commerce from the University of Delhi, New Delhi, Delhi. He has 40 years of work experience including 27 years of experience as a Director of our Company and is presently based in the USA. He is responsible for the OEM business of the Uniparts Group and also actively involved in the formulation of corporate strategy and planning and concentrates on the business growth and diversification plans of our Company. | Indian Companies: 1. Amazing Estates Private Limited 2. GFPL 3. SKG Engineering Private Limited Foreign Companies: 1. UOI 2. UUL |
| 3. | Herbert Coenen | Non-Executive Director | He holds a diploma from the University of Applied Science, Cologne, Germany in mechanical engineering. He has over 35 years of work experience, of which 20 years were with GKN Walterscheid GmbH. He is associated with the Uniparts Group since May, 2005 and has played a key role in business development, business expansion and technology adoption of our Company and its Subsidiaries outside India. He is also the managing director of our Subsidiary, Uniparts India GmbH. | Indian Companies: Nil Foreign Companies: 1. UIG 2. UOI |

| BOARD OF DIRECTORS | | | | |
|---------------------------|------------------------------|----------------------|--|---|
| Sr. No. | Name | Designation | Experience and educational qualification | Other directorship |
| 4. | Harjit Singh Bhatia* | Nominee Director | He holds a master's degree in commerce from the University of Allahabad, Prayagraj, Uttar Pradesh and a master's degree in business administration from the University of Delhi, Delhi. He is also an associate of the Indian Institute of Bankers and has been awarded the GE Company Certification as a GE Green Belt in Six Sigma. He has over 41 years of experience across various sectors, and has previously been associated with the State Bank of India, Credit Suisse Services (Guernsey) Limited, Deutsche Bank and PineBridge Investments Singapore Limited. He was also associated with GE, where he joined as the Managing Director, Capital Markets (India) and retired as President, Asia Pacific, GE Commercial Finance. | Indian Companies: <ol style="list-style-type: none"> 1. GFPL; 2. International Asset Reconstruction Company Private Limited Foreign Companies: <ol style="list-style-type: none"> 1. Asia Growth Capital Advisors (Singapore) Pte. Limited 2. Asia Growth Capital Advisors (HK) Pte. Limited 3. Polygel Life Sciences Pte. Limited 4. UOI 5. UUL |
| 5. | Alok Nagory | Independent Director | He holds a master's of science degree in biological sciences from the Birla Institute of Technology and Science, Pilani, Rajasthan. He has about 43 years of experience in international business development, joint ventures and acquisitions in India Thermit Corporation Limited. He is currently the chairman and the managing director of The India Thermit Corporation Limited | Indian Companies: <ol style="list-style-type: none"> 1. Diversified Engineering Corporation Private Limited 2. Nagory Foster Private Limited 3. Nagory Investments Private Limited 4. The India Thermit Corporation Limited 5. Thermit - Thormahlen India Limited Foreign Companies: Nil |
| 6. | Sharat Krishan Mathur | Independent Director | He holds a bachelor's degree in engineering from the Birla Institute of Technology and Science, Pilani, Rajasthan. He has over 36 years of experience in managing complex outsourcing, remote project management and process re-engineering. He has previously worked with reputed companies in different sectors such as Maclean Power Systems. He co-founded Insight Alpha in 2008, a primary research firm focused on finding relevant experts dedicated to providing institutional investors with access to leading industry professionals in India and South East Asia. | Indian Companies: <ol style="list-style-type: none"> 1. GFPL 2. Insight Alpha Research & Solutions Private Limited Foreign Companies: <ol style="list-style-type: none"> 1. UOI 2. UUL |
| 7. | Shradha Suri | Independent Director | She holds a master's degree in science from the London School of Economics and Political Science, University of London, London, United Kingdom and a master's degree in science (having followed a programme of advanced study in international marketing and management) from the University of Leeds, Leeds, United Kingdom. She has over 21 years of experience and has played a key role in management of affairs, formulation and implementation of policies, directing strategy towards profitable growth for Subros Limited. She is currently the chairperson and managing director of Subros Limited a part of the Suri Group, which has interests in a diverse range of businesses ranging from automotive components, cooling systems, hospitality, telecom and education. She is also the co-chairperson of the Automotive Components Manufacturers Association of India. | Indian Companies: <ol style="list-style-type: none"> 1. Asahi India Glass Limited; 2. Automotive Component Manufacturers Association of India; 3. Globalydk Electric Private Limited 4. Prima Infratech Private Limited 5. R. R. Holdings Limited 6. Rohan Motors Limited 7. Sona BLW Precision Forgings Limited 8. Subros Limited Foreign Companies: Nil |
| 8. | Sanjeev Kumar Chanana | Independent Director | He holds a bachelor's degree in law and a master's degree in arts from the University of Delhi, Delhi. He is also a member of the Institute of Company Secretaries of India. He has over 25 years of work experience in the field of investments, technology and corporate governance and has previously been associated with the Oriental Insurance Company Limited, the New India Assurance Company Limited and National Pension Scheme Trust as a trustee. | Indian Companies: <ol style="list-style-type: none"> 1. IIFCL Asset Management Company Limited Foreign Companies: Nil |

*As a nominee of Ashoka Investment Holdings Limited and Ambadevi Mauritius Holding Limited, Harjit Singh Bhatia will step down from our Board upon the listing of our Equity Shares on the Stock Exchanges in accordance with the terms of the SHA

For further details in relation to our Board of Directors, see "Our Management" beginning on page 199 of the RHP.

OBJECTS OF THE OFFER

The Offer comprises only of Offer for Sale of up to 14,481,942 Equity Shares.

Offer for Sale: The objects of the Offer are to (i) to carry out the Offer for Sale of up to 14,481,942 Equity Shares by the Selling Shareholders; and (ii) achieve the benefits of listing the Equity Shares on the Stock Exchanges. Our Company will not receive any proceeds from the Offer and all such proceeds (net of any Offer related expenses to be borne by the Selling Shareholders) will go to the Selling Shareholders. For details of the Selling Shareholder and the number of Equity Shares offered by the Selling Shareholder in the Offer see "**The Offer**" on page 83 of the RHP.

Means of finance: Not Applicable.

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilisation of issue proceeds of past public offers / rights issues, if any, of our Company in the preceding 10 years: Not Applicable.

Terms of issuance of convertible security, if any: Not Applicable.

Name of Monitoring Agency: As the Offer is through an Offer for Sale of Equity Shares, our Company is not required to appoint a monitoring agency for this Offer.

Shareholding Pattern as on the date of the RHP:

| Category of shareholder | Pre Offer number of Equity Shares | % Holding of Pre Offer Shareholding |
|--------------------------------|-----------------------------------|-------------------------------------|
| Promoter and Promoter Group | 34,093,128 | 75.54 |
| Public | 10,149,078 | 22.49 |
| Shares held by Employee Trusts | 891,552 | 1.97 |
| Total | 45,133,758 | 100.00 |

Number/amount of Equity Shares proposed to be sold by Selling Shareholders, if any.

| S. No. | Name of the Selling Shareholder | Maximum number of Offered Shares |
|--------|--|----------------------------------|
| 1. | The Karan Soni 2018 CG-NG Nevada Trust | 1,100,000 |
| 2. | The Meher Soni 2018 CG-NG Nevada Trust | 1,100,000 |
| 3. | Pamela Soni | 2,200,000 |
| 4. | Ashoka Investment Holdings Limited | 7,180,642 |
| 5. | Ambadevi Mauritius Holding Limited | 2,154,192 |
| 6. | Andrew Warren Code | 177,378 |
| 7. | James Norman Hallene | 177,378 |
| 8. | Kevin John Code | 177,378 |
| 9. | Dennis Francis DeDecker | 57,420 |
| 10. | Melvin Keith Gibbs | 41,730 |
| 11. | Walter James Gruber | 24,706 |
| 12. | Wendy Reichard Hammen | 21,556 |
| 13. | Mark Louis Dawson | 20,870 |
| 14. | Bradley Lorenz Miller | 16,366 |
| 15. | Mary Louise Arp | 10,440 |
| 16. | Diana Lynn Craig | 8,340 |
| 17. | Marc Christopher Dorau | 7,710 |
| 18. | Craig A Johnson | 5,010 |
| 19. | Misty Marie Garcia | 826 |
| | Total | 14,481,942 |

RESTATED FINANCIAL INFORMATION

(₹ in millions, except per share data)

| Particulars | As at and for the period ended/Fiscal ended | | | |
|----------------------------------|---|-----------|----------|----------|
| | June 30, 2022 | 2022 | 2021 | 2020 |
| Revenue from Operations | 3,468.41 | 12,274.24 | 9,031.42 | 9,072.20 |
| Profit before tax | 651.86 | 2,293.16 | 1,185.61 | 744.03 |
| Profit after tax | 505.17 | 1,668.87 | 931.47 | 626.42 |
| Equity share capital | 446.20 | 446.20 | 446.20 | 446.20 |
| Other Equity | 6,693.11 | 6,406.17 | 5,155.22 | 4,195.45 |
| Net Worth | 7,139.31 | 6,852.37 | 5,601.42 | 4,641.65 |
| Earnings per share | | | | |
| - Basic | 11.42 | 37.74 | 21.12 | 14.20 |
| - Diluted | 11.19 | 36.98 | 20.64 | 13.88 |
| Return on net worth (%) | 7.08 | 24.35 | 16.63 | 13.50 |
| Net Asset Value per equity share | 158.18 | 151.82 | 124.11 | 102.84 |

Notes: Basic earnings per share = Net profit after tax / Weighted average number of equity shares outstanding during the period/year.; Diluted earnings per share = Net profit after tax / Weighted average number of potential equity shares outstanding during the period/year.; Net asset value per share = Net worth as restated / Number of Equity Shares as at period/ year end.; Borrowings consist of current and non-current (including current maturities of long term borrowings) borrowings as per the Restated Financial Statements.

For further details, see “Restated Financial Statements” beginning on page 222 of the RHP.

INTERNAL RISK FACTORS

Below mentioned risks are the top risk factors as per the RHP:

1. The determination of the Price Band is based on various factors and assumptions and the Offer Price of the Equity Shares, market capitalisation, Enterprise Value / EBITDA and price to earnings ratio based on the Offer Price of our Company, may not be indicative of the market price of the Company on listing or thereafter.
2. We depend on a limited number of customers for a significant portion of our revenues. The loss of a major customer or significant reduction in production and sales of, or demand for our products from, any of our major customers may adversely affect our business, financial condition, results of operations and prospects.
3. If we are unable to accurately forecast demand for our products, our business, cash flows, financial condition, results of operations and prospects may be adversely affected.
4. We will not receive any proceeds from the Offer for Sale.
5. Availability and cost of raw materials and labour may adversely affect our business, financial condition, results of operations and prospects.

SUMMARY OF OUTSTANDING LITIGATION, CLAIMS AND REGULATORY ACTION

- A. A summary of outstanding litigation proceedings involving our Company, our Subsidiaries, our Promoters and our Directors, as disclosed in the Red Herring Prospectus, is provided below:

| Particulars/Name of entity | Criminal Proceedings | Tax Proceedings | Statutory or regulatory proceedings | Disciplinary actions by the SEBI or stock exchanges against our Promoters | Material civil litigations | Aggregate amount involved* (₹ in million) |
|----------------------------|----------------------|-----------------|-------------------------------------|---|----------------------------|---|
| Company | | | | | | |
| By our Company | 2 | - | - | - | 1 | 67.91 |
| Against our Company | - | 46 | 2 | - | - | 107.75 |
| Directors | | | | | | |
| By our Directors | - | - | - | - | - | - |
| Against our Directors | - | 5 | - | - | - | 1.82 |
| Promoters | | | | | | |
| By our Promoters | - | - | - | - | - | - |
| Against our Promoters | - | 3 | - | - | - | 1.82 |
| Subsidiaries | | | | | | |
| By our Subsidiary | - | - | - | - | - | - |
| Against our Subsidiary | - | 3 | - | - | - | 0.25 |

* Amount to the extent quantifiable.

There are no group companies of our Company, as on the date of the Red Herring Prospectus. For further details of the outstanding litigation proceedings, see “*Outstanding Litigation and Material Developments*” on page 402 of the RHP.

- B. Brief details of top 5 material outstanding litigations against the company and amount involved:

| Sr. No. | Particulars | Litigation filed by | Current status | Amount involved |
|---------|--|--|----------------|-----------------|
| 1. | Our Company received a show cause notice dated October 18, 2021 from the Andhra Pradesh Pollution Control Board (“AP PCB”) pursuant to an inspection conducted on September 4, 2021. The show cause notice alleged non-compliance with the conditions prescribed under the CFO order dated January 9, 2018. The aforesaid show cause notice alleged, amongst other things, non-compliances in relation to maintaining provisions for port holes and power supply. Subsequently, our Company in its reply, submitted a compliance report dated December 24, 2021 to the AP PCB, stating that it has initiated necessary remedial action and further stating that it expected such actions to be completed within three months. Thereafter, our Company, pursuant to a letter dated March 21, 2022, requested the AP PCB to provide a further four months to complete such actions and submit the final compliance report, and such request was acknowledged by the AP PCB. Our Company submitted the aforesaid compliance report on June 27, 2022, receipt of which was stamped and acknowledged by the AP PCB on the same day. | Andhra Pradesh Pollution Control Board | Pending | NA |
| 2. | Our Company received a show-cause notice dated May 21, 2022 from the Office of the Joint Commissioner of Labour: Zone – I, Vishakhapatnam, Andhra Pradesh (Government of Andhra Pradesh, Labour Department) (“AP Labour Commissioner”), alleging violation of the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996, Building and Other Construction Workers Welfare Act, 1996 and the Building and Other Construction Workers Welfare Cess Rules, 1998. Specifically, the AP Labour Commissioner has alleged that we failed to make payment of requisite cess (calculated as 1% of the estimated cost of construction) in relation to construction undertaken by our Company at AP SEZ Achutapuram, Vishakhapatnam District. It was also alleged that our Company had failed to inform the AP Labour Commissioner of completion of construction within the stipulated timelines and directed the Company to furnish certain documents, for which we have sought time to respond. | Office of the Joint Commissioner of Labour: Zone – I, Vishakhapatnam, Andhra Pradesh (Government of Andhra Pradesh, Labour Department) | Pending | NA |
| 3. | Our Company is currently contesting an assessment order dated May 19, 2014 for the assessment year 2010-11, disputing the transfer pricing report, computation of our taxable income with respect to transfer pricing, interest received from GFPL, deposit of PF/ESI, as well as certain disallowances, amongst others. | Additional Commissioner of Income Tax | Pending | ₹ 18.50 million |
| 4. | Our Company is currently contesting an assessment order dated December 26, 2016 for the assessment year 2014-15, disputing the computation of our taxable income with respect to deposit of PF/ESI, loan received from GFPL, as well as certain disallowances, amongst others. | Additional Commissioner of Income Tax | Pending | ₹28.37 million |

- C. Regulatory Action, if any - Disciplinary action taken by SEBI or stock exchanges against the Promoter in last 5 financial years including outstanding action, if any: NIL.

- D. Brief details of outstanding criminal proceedings against the Promoter: None

ANY OTHER IMPORTANT INFORMATION AS PER MANAGERS/COMPANY - NIL

DECLARATION BY OUR COMPANY

We hereby certify and declare that all relevant provisions of the Companies Act, 2013, the rules, regulations and guidelines issued by the Government of India, or the regulations, rules or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act, each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. We further certify that all the disclosures and statements in the Red Herring Prospectus are true and correct.

DECLARATION BY THE SELLING SHAREHOLDERS

We hereby confirm that all statements and undertakings specifically made by us in the Red Herring Prospectus in relation to ourselves, as Selling Shareholders and the Equity Shares being offered by us in the Offer for Sale, are true and correct. We assume no responsibility for any other statements, disclosures or undertakings, including any of the statements, disclosures or undertakings made or confirmed by the Company, or any other person(s) in the Red Herring Prospectus.